

**Company Number: 06456207**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**IMMUNOCORE LIMITED (Company)**

**Passed on 6<sup>th</sup> December 2012**

The following resolution of the Company was passed as a Special Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 6<sup>th</sup> December 2012

THAT Article 6 6 2 of the Company's Articles of Association be amended by deleting "233,379" where it appears in the last line of that Article and inserting in its place, "such number as represents 12.5% of the aggregate of the number of Ordinary Shares and 'B' Ordinary Shares in issue at the date of grant of the relevant option and the number of Ordinary Shares and 'B' Ordinary Shares which would be in issue had all options remaining capable of being exercised at the date of grant of the relevant option been exercised in full and the resulting Ordinary Shares or 'B' Ordinary Shares been issued "



For and on behalf of  
**ALDWYCH SECRETARIES LIMITED**  
Secretary

